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Notice of Annual General Meeting

eServGlobal Limited ACN 052 947 743

Thursday 17 May 2018
at 11.00am

FinnCap
60 New Broad Street
London
United Kingdom EC2M 1JJ

This document includes forward-looking statements. The words "believe", "anticipate", "expect", "intend", "aim", "plan", "predict", "continue", "assume", "positioned", "may", "will", "should", "shall", "risk" and any other similar expressions that are predictions of or indicate future events and future trends identify forward-looking statements. These forward-looking statements include all matters that are not historical facts. Shareholders should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond the Company's control. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance, and the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which it operates may differ materially from that made in or suggested by the forward-looking statements contained in this document. The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that the Company, or persons acting on its behalf, may issue. These forward-looking statements are made as of the date of this document and are not intended to give any assurances as to future results. Save as required by law or regulation the Company undertakes no obligation to update these forward-looking statements, and will not publicly release any revisions it may make to these forward-looking statements that may result from events or circumstances arising after the date of this document.

Notes

Determination of entitlement to attend and vote at the Annual General Meeting

The Company has determined, in accordance with the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, that for the AGM, Shares will be taken to be held by those persons recorded in the Company's register of members as at 8.00pm in Sydney, Australia on 15 May 2018.

Current Depository Interest holders can attend the AGM but will not be permitted to vote at the meeting. For their votes to be counted DI Holders must submit their CREST Voting Instruction to Computershare UK by the required cut-off time below. Alternatively, DI Holders can vote using the form of instruction.

Voting by proxy

A Shareholder who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote at the AGM on behalf of that Shareholder. A proxy need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes at the AGM, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or the number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll.

A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

Proxies may be lodged with the Company's share registry Computershare Investor Services Pty Ltd:

Australia (Proxy Forms)	United Kingdom (CREST Voting Instruction)
By mail: GPO Box 242 MELBOURNE VIC 3001 AUSTRALIA	Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.
By facsimile: 1800 783 447 (inside Australia) +61 3 9473 2555 (outside Australia)	
	In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a " CREST Voting Instruction ") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney or authorised representative, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 8.00pm Sydney time (11.00am London time) on 15 May 2017.

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 11:00 a.m. (GMT) 14 May 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service

provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Explanatory notes

Shareholders should refer to the Explanatory Memorandum.

Interpretation

Terms used in this Notice of Meeting have the meanings given to them in Glossary in the Explanatory Memorandum.

Notice of Annual General Meeting

eServGlobal Limited ACN 052 947 743 (Company)

Notice is given that the Annual General Meeting (**AGM**) of eServGlobal Limited (**Company**) will be held at 11.00am London time on 17 May 2018 at the offices of FinnCap, 60 New Broad Street, London, United Kingdom EC2M 1JJ.

Agenda

1 Financial Statements and Reports

To receive and consider the Company's Financial Statements, Directors' and Auditor's Reports for the financial period ended 31 December 2017.

2 Resolution 1- Remuneration Report

To consider and, if thought fit, to pass the following proposed resolution in accordance with section 250R(2) of the Corporations Act:

'That the Remuneration Report for the financial period ended 31 December 2017, as set out in the Directors' report, be adopted.'

NB: This resolution is advisory only. This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

3 Resolution 2- Re-election of Director – Stephen Baldwin

To consider and, if thought fit, to pass the following proposed resolution as an ordinary resolution:

'Stephen Baldwin, who retires in accordance with article 17.2 of the Company's constitution and, being eligible, offers himself for election, be re-elected as a director of the Company.'

4 Resolution 3- Issue of Performance Options to John Conoley

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 10.14, Section 260C(4) of the Corporations Act 2001 and for all other purposes, the Company be authorised to issue to John Conoley 12,000,000 Performance Options to purchase 12,000,000 Shares on payment of £0.09 per Performance Option on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting, as an incentive for Mr Conoley's activities as a Director and executive of the Company and in addition to his remuneration in that office.'

5 Resolution 4- Issue of Performance Options to Andrew Hayward

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 10.14, Section 260C(4) of the Corporations Act 2001 and for all other purposes, the Company be authorised to issue to Andrew Hayward 3,000,000 Performance Options to purchase 3,000,000 Shares on payment of £0.09 per Performance Option on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting, as an incentive for Mr Hayward's activities as a Director and executive of the Company and in addition to his remuneration in that office.'

6 Resolution 5- Issue of Performance Options to other Management

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That for the purposes of ASX Listing Rule 7.2- Exception 9(b), Section 260C(4) of the Corporations Act 2001 and for all other purposes the issue of up to 5,000,000 Performance Options to purchase 5,000,000 Shares on payment of £0.09 per Performance Option be approved on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting to such employees of the Company or its wholly owned subsidiaries as determined by the Directors.'

7 Resolution 6- Ratify the Issue of Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 7.4 and for all other purposes, the issue and allotment of 53,489,027 Shares on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved.'

8 Resolution 7- Additional Share Issue Capacity under Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution as a special resolution:

'That, for the purposes of Listing Rule 7.1A and for all other purposes, the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved.'

DATED 16 April 2018

By Order of the Board

A handwritten signature in black ink, consisting of a stylized initial 'T' followed by a long horizontal line that ends in a small loop.

Tom Rowe
Company Secretary
eServGlobal Limited

Explanatory Memorandum

eServGlobal Limited ACN 052 947 743 (Company)

The information in this Explanatory Memorandum is provided to Shareholders and DI Holders of eServGlobal Limited (**Company** or **ESV**) in compliance with the Corporations Act, Listing Rules, AIM Rules and the Company's Constitution.

Introduction

This Explanatory Memorandum is despatched with and forms part of the Notice of the Company's Annual General Meeting (**AGM**) to be held at 11.00am on 17 May 2018 in London, United Kingdom.

All Shareholders and DI Holders should read this Explanatory Memorandum in full and if they have any questions, obtain professional advice before making any decisions in relation to the Resolutions to be put at the AGM.

Agenda item 1 is not a resolution.

Resolutions 1 to 6 are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders (in person or by proxy) entitled to vote on the resolution. Resolution 7 is a special resolution and requires a majority of 75% of votes cast by Shareholders (in person or by proxy) entitled to vote on the resolution.

Item 1 – Financial Statements and Reports

The Corporations Act requires that the Directors' Report, Directors' Declaration, Independent Audit Report and the financial statements of the Company for the financial period ended 31 December 2017 be presented at the AGM. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders or DI Holders at the AGM on such reports or statements, however Shareholders and DI Holders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting. Shareholders and DI Holders may also ask questions about the management of the Company.

Shareholders and DI Holders may ask questions of the Company's Auditor which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial statements to be considered at the meeting.

In addition to asking questions at the meeting, Shareholders and DI Holders may address written questions to the Chairman. Any written questions must be submitted to the Company Secretary before 5.00pm 15 May 2018.

By mail to:

The Company Secretary
eServGlobal Limited
C/o Simpsons Solicitors

Lvl 2, Pier 8/9
23 Hickson Road
Millers Point NSW 2000

By facsimile to: 61 2 8014 5060

By email to: trowe@capitalcorporatelaw.com.au

Resolution 1 – Remuneration Report

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and Key Management Personnel (**Remuneration Report**) be put to the vote of Shareholders for adoption by way of a non-binding vote.

The vote is relevant to Division 9 of Part 2G.2 of the Corporations Act. The Remuneration Report was unanimously approved on a show of hands at the 2017 Annual General Meeting.

If the Remuneration Report receives an against vote of at least 25% at this AGM, it will be a First Strike.

The Remuneration Report is contained in the Annual Report.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 1 in contravention of section 250R or 250BD of the Corporations Act:

- by or on behalf of a member of the Key Management Personnel whose remuneration is included in the Remuneration Report;
- by or on behalf of a Closely Related Party (such as close family members and any controlled companies) of a member of Key Management Personnel whose remuneration is included in the Remuneration Report; or
- as a proxy of any of the above.

However, the Company need not disregard a vote cast on Resolution 1 if it is cast as a proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy appointment, or is cast by the Chairman in accordance with the exceptions under the Corporations Act.

Directors' recommendation

The Directors abstain from making a recommendation in relation to this Resolution.

Resolution 2– Re-election of Stephen Baldwin

Clause 17.1 of the Company's Constitution requires 1/3 of the Directors to retire at each annual general meeting (rounded down). The order of retirement under Clause 17.1 is that the Directors who have been longest in office shall retire.

Clause 17.2 of the Company's Constitution requires each Director (excluding the Managing Director) to retire at the third annual general meeting following his or her last election or appointment by a general meeting. Listing Rule 14.4 requires that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

The Shareholders last appointed Mr Baldwin as a Director at the 2015 Annual General Meeting. Messrs John Conoley and Andrew Hayward were last appointed by Shareholders at the 2017 Annual General Meeting and Mr Tom Rowe was last re-elected by Shareholders at the 2016 Annual General Meeting.

The details of Mr Baldwin's qualifications and experience are contained in the Annual Report.

Directors' recommendation

The Directors, with Mr Baldwin abstaining, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Issue of Performance Options to John Conoley

This resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 in respect of the issue of Performance Options to purchase Shares to Mr Conoley, the Executive Chairman, as an incentive for performance and in addition to his salary or other payments that would otherwise be payable in cash.

The proposed issue of Performance Options is to be the long-term incentive component of Mr Conoley's remuneration package.

The potential issue of Performance Options to purchase Shares is intended to further align his interests with those of the Company and its Shareholders.

The Performance Options and any Shares issued on exercise of Performance Options will not reduce the Company's capacity under Listing Rule 7.1 or 7.1A due to Listing Rule 7.1 Exception 9.

The Options have an exercise price of £0.09 (approx. \$0.16), which is the same price as the pounds sterling offer price under the Company's accelerated non-renounceable entitlement offer conducted in 2017.

Approval is sought for the grant of Performance Options on the terms and conditions described in Appendix A, which include performance and tenure conditions to exercise.

Additional Information

ASX Listing Rule 10.11 requires the approval of Shareholders for the issue of securities to a Director. Information required under Listing Rule 10.13 not otherwise specified above, together with other additional information is set out below:

Maximum number of securities to be issued	12,000,000 Performance Options
Terms of issue	The Performance Options are governed by the terms and conditions contained in Appendix A.
Issue date	The Options will be issued as soon as practicable following Shareholder approval, but in any event, not later than 1 month after the date of the Annual General Meeting.
Intended use of funds	If and when the Options are exercised, it is the current intention of the Board that the funds will be used for working capital. Total funds raised, assuming all of the Options vest and are exercised, will be £1,080,000 (approx. \$1.98 million).

Related Party Transaction

Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the Company's members, give a financial benefit to a Related Party unless an exception to the prohibition which are set out in sections 210 to 216 of the Corporations Act applies to the issue. As a Director of the Company, Mr Conoley is a Related Party of the Company for the purposes of section 228(2) of the Corporations Act. The issue of the Performance Options will constitute the giving of a financial benefit to a Related Party for the purposes of section 229(3)(e) of the Corporations Act.

The Board, with Mr Conoley and Mr Hayward abstaining, has determined that the grant of the Performance Options satisfies the "reasonable remuneration" exemption in Section 211(1) of the Corporations Act from the requirement for Shareholder approval under the Corporations Act.

In coming to this decision, the Board considered, amongst other matters, the following factors:

Total Remuneration Packages	<p>Excluding the Performance Options the subject of Resolution 3, the total remuneration package of John Conoley is:</p> <p>Fixed: £260,000 per annum (\$480,000 approx.)</p> <p>STI: Mr Conoley participates in the Company's corporate bonus plan for FY2018. His maximum entitlement under the STI for FY 2018, subject to Company performance, is 100% of his fixed remuneration less the value of his LTI benefit for FY2018.</p> <p>No STI was paid to Mr Conoley for FY2017.</p> <p>Pensions and Allowances: £9,400 per annum.</p>
Existing interests in Company	<p>Mr Conoley currently holds, directly and indirectly, a total of 1,900,411 Depository Interests in the Company.</p> <p>He also holds:</p> <ul style="list-style-type: none"> • 3,000,000 options with an exercise price of A\$0.21 expiring 14 March 2021; and, • 2,000,000 options with an exercise price of A\$0.21 expiring 8 August 2021. • 3,500,000 options with an exercise price of A\$0.21 expiring 13 March 2022.
Dilutionary Effect of Issue of Options	<p>The exercise of all the Performance Options the subject of Resolution 3 would have an insignificant dilutionary effect on existing Shareholders voting power as the Shares that may be issued would comprise only 1.3% of the post exercise issued capital. There would be no dilution of voting power on issue of the Options.</p> <p>The economic dilution would be less than the dilution of voting power due to the requirement for Mr Conoley to pay £0.09 per Performance Option to exercise.</p>
Value of LTI Benefit	<p>Utilising a <i>black scholes</i> model, the Performance Options have been independently valued as at 3 April 2018 at £0.0035 per Performance Option.</p> <p>If the Performance Options were valued at 20 October 2017, being the date the ANREO was announced, the Performance Options would have been valued at £0.0115 per Performance Option, using the same model.</p>

Voting exclusion

The Company will disregard any votes cast on Resolution 3 by:

- a person who is to receive securities in relation to the entity;
- an associate of that person (or those persons);
- by a member of the Key Management Personnel as a proxy for a person who is entitled to vote;
- by a closely related party (such as close family members and any controlled companies) of a member of Key Management Personnel as a proxy for a person who is entitled to vote.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

The Directors, with Mr Conoley and Mr Hayward abstaining, recommend that the Shareholders vote in favour of Resolution 3. The reasons for giving the recommendation are:

- The incentive represented by the issue of Performance Options is a cost-effective and efficient incentive when compared to the alternative of cash incentives.
- The primary purpose of the Performance Options is to reward performance and provide an incentive to Mr Conoley that is aligned to the increase of shareholder value. Given this purpose, the Directors do not consider that there is any opportunity cost or benefit foregone to the Company in granting the Performance Options, the subject of this resolutions.

Resolution 4– Issue of Performance Options to Andrew Hayward

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 10.11 in respect of the issue of Performance Options to purchase Shares to Mr Hayward, an Executive Director and the Chief Financial Officer of the Company, as an incentive for performance and in addition to his salary or other payments that would otherwise be payable in cash.

The proposed issue of Performance Options under Resolution 4 is to be the LTI component of Mr Hayward's remuneration package for FY2018.

The potential issue of Performance Options to purchase Shares is intended to further align his interests with those of the Company and its Shareholders.

The Performance Options and any Shares issued on exercise of Performance Options will not reduce the Company's capacity under Listing Rule 7.1 or 7.1A due to Listing Rule 7.1 Exception 9.

The Options have an exercise price of £0.09 (approx. \$0.16), which is the same price as the pounds sterling offer price under the Company's accelerated non-renounceable entitlement offer conducted in 2017.

Approval is sought for the grant of Performance Options on the terms and conditions described in Appendix A, which include performance and tenure conditions to exercise.

Additional Information

ASX Listing Rule 10.11 requires the approval of Shareholders for the issue of securities to a Director. Information required under Listing Rule 10.13 not otherwise specified above, together with other additional information is set out below:

Maximum number of securities to be issued	3,000,000 Options
Terms of issue	The Performance Options are governed by the terms and conditions contained in Appendix A.
Issue date	The Performance Options will be issued as soon as practicable following Shareholder approval, but in any event, not later than 1 month after the date of the Annual General Meeting.
Intended use of funds	If and when the Performance Options are exercised, it is the current intention of the Board that the funds will be used for working capital. Total funds raised, assuming all of the Performance Options vest and are exercised, will be £270,000 (approx. \$495,000).

Related Party Transaction

Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the Company's members, give a financial benefit to a Related Party unless an exception to the prohibition which are set out in sections 210 to 216 of the Corporations Act applies to the issue. As a Director of the Company, Mr Hayward is a Related Party of the Company for the purposes of section 228(2) Corporations Act. The issue of the Performance Options will constitute the giving of a financial benefit to a Related Party for the purposes of section 229(3)(e) of the Corporations Act.

The Board, with Mr Hayward and Mr Conoley abstaining, has determined that the grant of the Performance Options satisfies the "reasonable remuneration" exemption in Section 211(1) of the Corporations Act from the requirement for Shareholder approval under the Corporations Act.

In coming to this decision, the Board considered, amongst other matters, the following factors

Total Remuneration Packages	Excluding the Performance Options the subject of Resolution 4, the total remuneration package of Andrew Hayward is: Fixed: £157,500 per annum (A\$290,000 approx.) STI: Mr Hayward participates in the Company's corporate bonus plan to a maximum of £45,000 (A\$82,000 approx.) for FY2018. No STI was paid to Mr Hayward for FY2017. Pensions and Allowances: £3,150 per annum.
Existing interests in Company	Mr Hayward currently holds no Shares or Depository Interests in the Company. He holds 2,500,000 options with an exercise price of A\$0.21 expiring 13 March 2022.

Dilutionary Effect of Issue of Options	<p>The exercise of all the Performance Options the subject of Resolution 4 would have an insignificant dilutionary effect on existing Shareholders voting power as the Shares that may be issued would comprise only 0.33% of the post exercise issued capital. There would be no dilution of voting power on issue of the Options.</p> <p>The economic dilution would be less than the dilution of voting power due to the requirement for Mr Hayward to pay £0.09 per Performance Option to exercise.</p>
Value of LTI Benefit	<p>Utilising a <i>black scholes</i> model valuation for the Performance Options, the Performance Options have a value of £0.0035 per Performance Option as at 3 April 2018.</p> <p>If the Performance Options were valued at 20 October 2017, being the date the ANREO was announced, the Performance Options would have been valued at £0.0115 per Performance Option, using the same model.</p>

Voting exclusion

The Company will disregard any votes cast on Resolution 4 by:

- a person who is to receive securities in relation to the entity;
- an associate of that person (or those persons);
- by a member of the Key Management Personnel as a proxy for a person who is entitled to vote;
- by a closely related party (such as close family members and any controlled companies) of a member of Key Management Personnel as a proxy for a person who is entitled to vote.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

The Directors, with Mr Hayward and Mr Conoley abstaining, recommend that the Shareholders vote in favour of Resolution 4. The reasons for giving the recommendation are:

- The incentive represented by the issue of Performance Options is a cost-effective and efficient incentive when compared to the alternative of cash incentives.
- The primary purpose of the Performance Options is to reward performance and provide an incentive to Mr Hayward that is aligned to the increase of shareholder value. Given this purpose, the Directors do not consider that there is any opportunity cost or benefit foregone to the Company in granting the Performance Options, the subject of these resolutions.

Resolution 5 – Issue of Performance Options to other Management

Listing Rule 7.1 generally restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval. There are however, a number of exceptions to this restriction including Listing Rule 7.2, Exception 9(b). Listing Rule 7.2, Exception 9(b) provides that Listing Rule 7.1 will not apply to an issue to a participant under an employee incentive scheme, if within

three years before the date of the issue (**Issue Date**), holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule.

Listing Rule 7.2, Exception 4 provides that Listing Rule 7.1 will not apply to the issue of Shares on conversion of the Performance Options, regardless of the time of exercise.

Approval is sought under this Resolution 5 for the issue of a maximum of 5,000,000 Performance Options on the terms and conditions described in Appendix A.

Additional Information

The Company has not previously had Performance Options.

The Company last obtained approval for an employee incentive scheme at the 2017 Annual General Meeting held on 13 March 2017 for issue up to 4,000,000 Employee Options. At the date of this Notice of Meeting, 4,000,000 Employee Options have been issued, leaving no residual capacity under that approval. No other employee share option plan is in use by the Company at this time.

The Performance Options are intended to retain staff, motivate employees to improve Company performance and align the interests of employees with those of the Company and its Shareholders. The Company may award Performance Options to employees as an incentive component of their remuneration package. The number of Performance Options issued to the participating employees is to be determined by the Board.

If this resolution is passed, the Company will be able to issue up to an additional 5,000,000 Performance Options to employees during the next three years without the need to seek further shareholder approval (subject to Chapter 10 of the Listing Rules). The Board intends to issue the Performance Options within 12 months of the date of Shareholder approval.

The issue of Shares on exercise of the Performance Options will not require shareholder approval.

The passing of this resolution will provide approval for the giving of financial assistance to the acquisition of Shares under an employee share scheme pursuant section 260C(4) of the Corporations Act.

This resolution is not seeking approval for the issue of Performance Options to any Director or Related Party as that term is defined in the Listing Rules. The number of Performance Options for which approval is sought under this resolution is in addition to the Performance Options for which approval is sought under Resolutions 3 and 4. Accordingly the total number of Performance Options for which approval is sought at this AGM is 20,000,000 Performance Options. This is greater than the approximately 13.34 million options which the Company advised, at the time of the ANREO, that it would propose be approved at the AGM. The increase is due to the value of the Performance Options being less than was expected at the time of the ANREO, due to the thresholds settled by the remuneration committee for the performance conditions.

Voting exclusion

The Company will disregard any votes cast on Resolution 5 by:

- Any Director (except one who is ineligible to participate in any employee incentive scheme);
- an associate of a Director (except one who is ineligible to participate in any employee incentive scheme); or,
- by a member of the Key Management Personnel as a proxy for a person who is entitled to vote; or
- by a Closely Related Party (such as close family members and any controlled companies) of a member of Key Management Personnel as a proxy for a person who is entitled to vote.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

All Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 6 – Ratify Issue of Shares

Listing Rule 7.1 permits the Company to issue, in general terms, 15% of its issued capital in any 12-month period without shareholder approval. Listing Rule 7.4 permits a Company to obtain subsequent approval of a share issue such that the issue will be treated as having been made with shareholder approval for the purpose of Listing Rule 7.1. If approved the Shares the subject of Resolution 6 will be included at "A" in the formula under Listing Rule 7.1 rather than at "C" and the Company will have capacity under Listing Rule 7.1 to issue 136,027,599 Equity Securities (excluding exemptions under Listing Rule 7.2).

The Company's current capacity under Listing Rule 7.1 permits it to issue up to 74,515,218 Equity Securities without Shareholder approval. In the absence of Resolution 6 being passed, the Company's capacity under Listing Rule 7.1 will not be completely "refreshed" until 20 November 2018. Resolution 6 is seeking approval under Listing Rule 7.4 to "refresh" the Company's Listing Rule 7.1 capacity effective from the date of the AGM in respect to the issue of 53,272,003 Shares that occurred on 30 October 2017 and 217,024 Shares that occurred on 20 November 2017.

The Shares were issued at \$0.15 (£0.09) to institutional investors through an institutional placement conducted in conjunction with the ANREO. The issue price was the same price as offered to Shareholders under the ANREO, being an 11.76% discount to the closing price of the Company's Shares on the ASX on 19 October 2017, being the day before the Company entered into a trading halt to conduct the ANREO.

The funds raised were used, together with funds raised under the ANREO, for:

- The anticipated equity investment in HomeSend for the short to medium term;
- funding for further cost reductions within the core business;
- working capital and transaction fees; and,
- discharge of debt to Lombard Odier.

Voting exclusion

The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue of the Shares.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 7 – Additional Share Issue Capacity under Listing Rule 7.1A

Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to issue Equity Securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12-month period. This is in addition to the existing capacity permitted by Listing Rule 7.1.

Resolution 7 is seeking approval by special resolution for issue of such number of equity securities as calculated under the formula in Listing Rule 7.1A.2, at an issue price as permitted by Listing Rule 7.1A.3 to such persons as the Board may determine (subject to the Corporations Act and any relevant Laws), on the terms as described in this Explanatory Memorandum (10% Placement Facility).

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- have a market capitalisation of \$300 million or less
- are not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Description of Listing Rule 7.1A

Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted equity securities - fully paid ordinary shares.

Formula for calculating 10% Placement Facility

The 10% Placement Facility is calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with the approval of Shareholders under Listing Rule 7.1 or 7.4;
- less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 906,850,066 Shares. If Resolution 6 and 7 are approved, the Company will have the capacity to issue:

- 136,027,599 Equity Securities under Listing Rule 7.1; and
- 90,685,066 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer above).

Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the Equity Securities are to be issued or agreed to be issued; or
- if the Equity Securities are not issued within 5 Trading Days of the date above, the date on which the Equity Securities are issued.

10% Placement Period

Shareholder approval under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- the date that is 12 months after the date of the AGM (17 May 2019); or
- the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

Information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following additional information is provided:

- If Resolution 7 is approved by Shareholders and the Company issues securities under the 10% Placement Facility, the existing Shareholders face the risk of economic and voting dilution as a result of the issue of Shares, to the extent that such Shares are issued; including:
 - (a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - (b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date or the equity securities may be issued as part consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- The following table gives examples of the potential dilution of existing ordinary shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rules 7.1A.2		Dilution		
		\$0.085 50% decrease in Issue Price	\$0.17 Issue Price	\$0.34 100% increase in Issue Price
Current Variable A 906,850,662 Shares	10% voting dilution	90,685,066 Shares	90,685,066 Shares	90,685,066 Shares
	Funds raised	\$7,708,231 £4,205,611	\$15,416,461 £8,416,461	\$30,832,923 £16,822,443
50% increase in current Variable A 1,360,275,993 Shares	10% voting dilution	136,027,599 Shares	136,027,599 Shares	136,027,599 Shares
	Funds raised	\$11,562,346 £6,308,416	\$23,124,692 £12,616,832	\$46,249,384 £25,233,664
100% increase in current Variable A 1,813,701,324 Shares	10% voting dilution	181,370,132 Shares	181,370,132 Shares	181,370,132 Shares
	Funds raised	\$15,416,461 £8,411,221	\$30,832,923 £16,822,443	\$61,665,845 £33,644,885

The table has been prepared on the following assumptions:

- Resolution 6 is approved.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue price is \$0.17, being the approximate market price on the ASX on 3 April 2018, the date of finalisation of this Notice. The funds raised is provided in Australian dollars and, for convenience, in pounds sterling at a conversion price of 1 AUD= 0.5456 GBP.
- If issued, the Equity Securities will be issued for the purpose of raising working capital, product or partnership development for the Company or raising funds, or as consideration, for strategic investments or acquisitions by the Company. A proportion of the Equity Securities may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following
 - The methods of raising funds that are available to the Company, including but not limited to, rights issues or any other issues in which existing Shareholders can participate;
 - The effect of the issue of Equity Securities on the control of the Company;
 - The financial situation and solvency of the Company; and
 - Advice from corporate, financial and broking advisers (if applicable)

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in making strategic investments or acquisitions, it is likely the allottees under the 10% Placement Facility will be the vendors of the new investments or assets.

- The Company last obtained approval under Listing Rule 7.1A at the annual general meeting held on 24 March 2015.
- In the past 12 months, the Company has issued:
 - 266,666,666 Shares at \$0.15 (£0.09) under the ANREO and institutional placement that occurred in October and November 2017;
 - 4,000,000 Employee Options with an exercise price of \$0.21, as approved at the Company's 2017 AGM.

Voting exclusion

The Company will disregard any votes cast on Resolution 7 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. At this point in time, there are no potential allottees to whom Equity Securities may be issued under this Resolution.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Glossary of Terms

In this Notice of Meeting and Explanatory Memorandum unless defined below, capitalised words have the same meaning as in the Corporations Act and, if not defined in the Corporations Act, the Listing Rules.

Capitalised words in Appendix A are as defined in the table to Appendix A.

AGM	means the annual general meeting of the Company to be held on 17 May 2018
AIM	means AIM, a market of the London Stock Exchange.
AIM Rule or AIM Rules	means together the AIM Rules for Companies and the AIM Rules for Nominated Advisers governing admission to and the operation of AIM.
AIM Rules for Companies	means the AIM Rules for Companies published by the London Stock Exchange.
Annual Report	means the annual report produced for the financial period ending 31 December 2017.
ANREO	means the Company's accelerated non-renounceable entitlement offer announced on 20 October 2017.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited ACN 008 624 691 and the market that it operates.
Board	means the board of Directors of the Company.
Chairman	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
Company or eServGlobal or ESV or eServ	means eServGlobal Limited ACN 052 947 743.
Constitution	means the constitution of the Company.
Control	has the meaning given in section 50AA of the Corporations Act.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Depository Interest	means de-materialised depository interests representing Ordinary Shares issued by the depository, Computershare Investor Services PLC, and settled on CREST.
DI Holders	means holders of Depository Interests.
Directors	means the directors of the Company from time to time, and Director means any one of them.
Employee Option	means an option on the terms described in the Explanatory Memorandum to Resolution 6 for the notice of meeting to the 2017 Annual General Meeting.
Explanatory Memorandum	means the explanatory memorandum to the notice of meeting contained in this booklet.
First Strike	means a meeting at which at least 25% of the votes cast on a resolution that the remuneration report be adopted are cast against the adoption of the report, that satisfies section 250U(b) of the Corporations Act.
Key Management Personnel	means the key management personnel as defined in section 9 of the Corporations Act
Listing Rules	means the official listing rules of ASX.
LTI	means long term incentive.

Notice and Notice of Meeting	means the Notice of Meeting included in this document.
Performance Option	means a performance option on the terms contained in Appendix A.
Proxy Form	means the proxy form enclosed with this document.
Resolution	means a resolution the subject of this Notice of Meeting and Explanatory Memorandum.
Share	means an ordinary share in the capital of the Company, the terms of which are contained in the Company's constitution.
Shareholders or Ordinary Shareholders	means holders of Shares from time to time.
STI	means short term incentive.

Appendix A

Terms and Conditions of Performance Options

During the Term, each Performance Option will, subject to Vesting, entitle the Holder on payment of the Exercise Price to receive one Share, subject to any Reorganisation.

A Performance Option will only vest subject to the Tenure Conditions and the Performance Conditions. Performance Options which do not vest on the Testing Date will expire and not be available for exercise.

Holder	Any employee or director of the Company or a subsidiary of the Company, or their nominee, as awarded Performance Options by the Board.
Term	From the issue date to the Expiry Date
Exercise Price	The lesser of: <ul style="list-style-type: none">• £0.09; and,• £0.09 less the amount of any dividend or return of capital declared per Share during the Term and for which the record date occurs prior to the Exercise Date.
Settlement of Exercise Price	The Exercise Price may be paid: <ul style="list-style-type: none">• in cash; or,• subject to execution by the holder of documentation acceptable to the Board and subject to such conditions as the Board may determine to ensure security over the proceeds of any sale of the Shares issued on exercise of the Performance Option and for the expedient sale of those Shares by a licensed broker, by an acknowledgement of debt in the amount of the Exercise Price not paid in cash and an undertaking by the holder of the Performance Option to immediately sell the Shares issued on exercise of the Performance Option and remit the balance of the Exercise Price not paid in cash to the Company.
Expiry Date	The earlier of: <ul style="list-style-type: none">• 31 October 2022; and,• in respect to unvested Performance Options, the holder's resignation or termination for cause;• the Testing Date, in respect to Performance Options which do not vest; and,• in respect to vested Performance Options, 10 business days after the holder's resignation (other than resignation in circumstances which satisfies the Tenure Conditions) or termination for cause.
Vesting	Up to a maximum of 100% of the Performance Options will vest on the Testing Date, subject to achievement of the Performance Conditions and satisfaction of the Tenure Conditions.
Tenure Conditions	The holder must at the Testing Date be: <ul style="list-style-type: none">• an employee or director of the Company or a subsidiary of the Company; or otherwise have,• been terminated as an employee by the Company or a subsidiary of the Company for redundancy and not poor performance; or,• been directly or indirectly transferred as an employee to a third party under a transaction involving the sale of a business or assets of the Company or a subsidiary of the Company.

Performance Conditions	<p>On the Testing Date the VWAP will be tested and the number of Performance Options that vest shall be determined in accordance with the following table:</p> <table border="1" data-bbox="518 353 1428 683"> <thead> <tr> <th data-bbox="518 353 970 421">VWAP</th> <th data-bbox="970 353 1428 421">% of Performance Options to Vest</th> </tr> </thead> <tbody> <tr> <td data-bbox="518 421 970 454">Less than £0.15</td> <td data-bbox="970 421 1428 454">0%</td> </tr> <tr> <td data-bbox="518 454 970 645">£0.1501 to £0.1999</td> <td data-bbox="970 454 1428 645"> Pro rata in accordance with the following equation: $\% = \left(\frac{VWAP - £0.15}{£0.05} \right) \times 100$ </td> </tr> <tr> <td data-bbox="518 645 970 683">£0.20 or more</td> <td data-bbox="970 645 1428 683">100%</td> </tr> </tbody> </table>	VWAP	% of Performance Options to Vest	Less than £0.15	0%	£0.1501 to £0.1999	Pro rata in accordance with the following equation: $\% = \left(\frac{VWAP - £0.15}{£0.05} \right) \times 100$	£0.20 or more	100%
VWAP	% of Performance Options to Vest								
Less than £0.15	0%								
£0.1501 to £0.1999	Pro rata in accordance with the following equation: $\% = \left(\frac{VWAP - £0.15}{£0.05} \right) \times 100$								
£0.20 or more	100%								
VWAP	Means the volume weighted average price of DI's traded on AIM in the 30 AIM trading days immediately preceding the Testing Date.								
Testing Date	<p>The earlier of:</p> <ul style="list-style-type: none"> • 30 September 2020, or, • the date determined by the Board within 30 days following the occurrence of an Early Testing Event. 								
Early Testing Event	<p>An Early Testing Event is:</p> <ul style="list-style-type: none"> • a change of Control of the Company, or • the sale of the whole or a substantial part of the business or investments of the Company. Substantial part being an asset which comprises at least 50% of the total assets of the Company as disclosed on the most recent half or full financial period accounts of the Company or the consideration received, in cash or in kind, exceeds 50% of the total assets of the Company as disclosed in the most recent half or full financial period accounts of the Company. 								
Exercise Date	The Exercise Date is the date upon which a vested Performance Option is exercised which may be any time after the relevant Testing Date up until the Expiry Date.								
Issue price	No amount will be payable on the grant of a Performance Option.								
Further issues	If the Company makes an issue of Shares or other securities, including equity securities convertible into Shares, a holder of a Performance Option is not entitled to participate in such further issues unless the Performance Option has been exercised on or before the relevant record date.								
Reorganisations	If there is a reorganisation (including consolidation, sub-division, reduction or return) of the capital of the Company, the rights of each holder of a Performance Option issued will be changed to the extent necessary to comply with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation (including the adjustment of the exercise price of the Performance Option (if applicable) in accordance with Listing Rule 6.22).								
Ranking	Each Share issued pursuant to the exercise of a Performance Option will, subject to the Constitution, rank in all respects (other than in respect of dividends, rights issues or bonus issues for which the record date for participation has passed) pari passu with the existing Shares at the date of issue and allotment.								

Quotation	The Performance Options will not be quoted on ASX or AIM. The Company intends to apply to ASX and AIM for quotation of any Shares (and corresponding DIs) issued on exercise of a Performance Option.
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Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:
 (within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number:

SRN/HIN: PIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 8:00 pm (AEDT) Tuesday, 15 May 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
 or turn over to complete the form →**

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of eServGlobal Limited hereby appoint

 the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of eServGlobal Limited to be held at the offices of FinnCap, 60 New Broad Street, London, United Kingdom EC2M 1JJ on Thursday, 17 May 2018 at 11:00am (London Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 3, 4 and 5 (except where I/we have indicated a different voting intention below) even though Items 1, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 3, 4 and 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Stephen Baldwin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Performance Options to John Conoley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Performance Options to Andrew Hayward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Performance Options to other Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratify the Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Additional Share Issue Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____